

TOGUT, SEGAL & SEGAL LLP  
Bankruptcy Co-Counsel for Delphi Corporation, et al.,  
Debtors and Debtors in Possession  
One Penn Plaza, Suite 3335  
New York, New York 10119  
(212) 594-5000  
Albert Togut (AT-9759)  
Neil Berger (NB-3599)

Delphi Legal Information Hotline:  
Toll Free: (800) 718-5305  
International: (248) 813-2698

Delphi Legal Information Website:  
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
:  
In re: :  
:  
DELPHI CORPORATION, et al., : Chapter 11  
:  
:  
Debtors. : Case No. 05-44481 [RDD]  
:  
:  
:  
-----X

**JOINT STIPULATION AND AGREED ORDER  
COMPROMISING AND ALLOWING PROOFS OF CLAIM  
NUMBERS 563, 912, 1125, 1579, 1583, 1584, 1585, 2102, 2529,  
1126, 2103, 1582, 1578 AND 7506 AND DISALLOWING AND EXPUNGING  
PROOFS OF CLAIM NUMBERS 16636, 16637, 16755, 16756, 16757, 16758 AND 16759**

**(SBC YELLOW PAGES, SBC ADVANCED SOLUTIONS, INC., SBC  
DATACOMM, SBC LONG DISTANCE INC., SBC GLOBAL, SBC ADVANCED  
SOLUTIONS, AT&T CORP., AT&T GLOBAL SERVICES F/K/A SBC GLOBAL, SBC  
DATACOMM/AT&T GLOBAL SERVICES, SBC ADVANCED SOLUTIONS/AT&T  
GLOBAL SERVICES, SBC GLOBAL/AT&T GLOBAL SERVICES)**

Delphi Corporation and certain of its subsidiaries and affiliates, including  
Delphi Automotive Systems, LLC ("DAS LLC") and Delphi Mechatronic Systems, Inc.

("Mechatronics"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and SBC Yellow Pages, SBC Advanced Solutions, Inc., SBC Datacomm, SBC Long Distance Inc., SBC Global, SBC Advanced Solutions, AT&T Corp., AT&T Global Services f/k/a SBC Global, SBC Datacomm/AT&T Global Services, SBC Advanced Solutions/AT&T Global Services and SBC Global/AT&T Global Services (collectively, the "SBC/ATT Claimants") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proofs Of Claim Numbers 563, 912, 1125, 1579, 1583, 1584, 1585, 2102, 2529, 1126, 2103, 1582, 1578 And 7506 And Disallowing And Expunging Proofs of Claim Numbers 16636, 16637, 16755, 16756, 16757, 16758 And 16759 and agree and state as follows:

**WHEREAS**, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York; and

**WHEREAS**, commencing on November 16, 2005, individual Claimants filed proofs of claim numbers 563, 912, 1125, 1579, 1583, 1584, 1585, 2102, 2529, 1126, 2103, 1582, 1578, and 7506 (collectively, the "Original Claims") in the amounts set forth below:

<u>Proof of Claim</u>	<u>Claim Amount As Docketed</u>
563	\$103.31
912	\$3,841.74
1125	\$7,661.10
1579	\$1,000.00
1583	\$21.91

1584	\$368.59
1585	\$602.51
2102	\$29.60
2529	\$195.10
1126	\$3,236,025.11
7506	\$4,424,985.53
2103	\$691,047.51
1582	\$110.32
1578	\$373,508.42

**WHEREAS**, commencing on August 8, 2007, individual Claimants filed proofs of claim numbers 16636, 16637, 16755, 16756, 16757, 16758 and 16759 (collectively, the "Amended Claims") in the amounts set forth below:

<u>Proof of Claim</u>	<u>Claim Amount As Docketed</u>
16636	\$751,745.35
16637	\$647,310.88
16755	\$7,744.80
16756	\$3,225,833.67
16757	\$574,354.91
16758	\$65.85
16759	\$373,099.88

**WHEREAS**, On September 21, 2007, the Debtors objected to the Original Claims and to Proofs of Claim 16636 and 16637 pursuant to the Debtors' Twenty-First Omnibus Objection Pursuant To 11 U.S.C. Section 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Duplicate Or Amended Claims, (B) Untimely Equity Claim, (C) Insufficiently Documented Claims, (D) Claims Not Reflected On Debtors' Books And Records, (E) Untimely Claims, And (F) Claims Subject To Modification, Tax Claim Subject To Modification, And Modified Claims Asserting Reclamation (Docket No. 9535) (the "Twenty-First Omnibus Claims Objection"); and

**WHEREAS**, on October 18, 2007, the SBC/ATT Claimants filed the Response of AT&T and Its Related Entities to Debtors' Twenty-First Omnibus Claims Objection Pursuant to 11 U.S.C. Section 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Duplicate Or Amended Claims, (B) Untimely Equity Claim, (C) Insufficiently Documented Claims, (D) Claims Not Reflected On Debtors' Books And Records, (E) Untimely Claims, And (F) Claims Subject To Modification, Tax Claim Subject To Modification, And Modified Claims Asserting Reclamation (Docket No. 10643) (the "Response"); and

**WHEREAS**, on November 27, 2007, the Debtors filed the Notice Of Claims Objection Hearing With Respect to Debtors' Objection to Proofs of Claim Nos. 563, 912, 1125, 1126, 1578, 1579, 1582, 1583, 1584, 1585, 2102, 2103, 2529, 16636, 16637 AND 7506 (SBC YELLOW PAGES, SBC ADVANCED SOLUTIONS, SBC DATACOMM, SBC GLOBAL, SBC LONG DISTANCE, AT&T GLOBAL SERVICES AND AT&T CORP.) (Docket No. 11115); and

**WHEREAS**, on December 4, 2007, the Debtors filed the Debtors' Statement of Disputed Issues With Respect To Proofs of Claim Numbers 563, 912, 1125, 1126, 1578, 1579, 1582, 1583, 1584, 1585, 2102, 2103, 2529, 16636, 16637 And 7506 (SBC YELLOW PAGES, SBC ADVANCED SOLUTIONS INC., SBC DATACOMM, SBC GLOBAL, SBC LONG DISTANCE INC., AT&T GLOBAL SERVICES (F/K/A SBC GLOBAL) And AT&T CORP.) (Docket No. 11243); and

**WHEREAS**, on December 17, 2007, the SBC/ATT Claimants filed the Supplemental Response of AT&T and Its Related Entities to Debtors' Twenty-First Omnibus Claims Objection (Docket No. 11479) (the "Response"); and

**WHEREAS**, on June 11, 2008, to resolve the Twenty-First Omnibus Claims with respect to the Original Claims and Proofs of Claim 16636 and 16637, and to determine the appropriate treatment for the Amended Claims, DAS LLC, Mechatronics, and the SBC/ATT Claimants entered into a settlement agreement (the "Settlement Agreement"); and

**WHEREAS**, pursuant to the Settlement Agreement, the Debtors acknowledge and agree that the Original Claims shall be allowed against DAS LLC in the aggregate amount of \$8,024,559.23, with the exception of Proof of Claim 1585, which the Debtors acknowledge and agree shall be allowed against Mechatronics in the amount of \$572.39; and

**WHEREAS**, the Debtors are authorized to enter into the Settlement Agreement either because the Original Claims and the Amended Claims involve ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

**THEREFORE**, the Debtors and the SBC/ATT Claimants stipulate and agree as follows:

1. The Original Claims shall be allowed in the amounts set forth below and shall be treated as allowed general unsecured non-priority claims against the estate of DAS LLC, with the exception of Proof of Claim 1585, which shall be treated as an allowed general unsecured non-priority claim against the estate of Mechatronics:

<u>Proof of Claim</u>	<u>Claim Amounts As Modified And Allowed Against the Estate of DAS LLC</u>
563	\$98.15
912	\$3,649.65
1125	\$7,357.56
1579	\$950.00
1583	\$20.82
1584	\$350.16
2102	\$28.12
2529	\$185.35
1126	\$3,064,589.49
7506	\$4,047,185.31
2103	\$545,637.17
1582	\$62.56
1578	\$354,444.89
<b>Total Amount of Allowed Claims Against DAS LLC</b>	<b>\$8,024,559.23</b>

<u>Proof of Claim</u>	<u>Claim Amount As Modified And Allowed Against the Estate of Mechatronics</u>
1585	\$572.39
<b>Total Amount of Allowed Claim Against Mechatronics</b>	<b>\$572.39</b>

<b>Total Amount of Allowed Claims</b>	<b>\$8,025,131.62</b>
---	-----------------------

2. The Amended Claims, set forth in the table below, are hereby disallowed and expunged in their entirety:

<u>Proof of Claim</u>	<u>Claim Amount As Docketed</u>
16636	\$751,745.35
16637	\$647,310.88
16755	\$7,744.80
16756	\$3,225,833.67
16757	\$574,354.91
16758	\$65.85
16759	\$373,099.88

3. The Twenty-First Omnibus Claims Objection, solely as it relates to the Original Claims and Proofs of Claim 16636 and 16637, and the Response are hereby withdrawn with prejudice.

4. Without further order of the Court, the Debtors are authorized to offset or reduce the Original Claims for purposes of distribution to holders of allowed claims entitled to receive distributions under any plan of reorganization of the Debtors by the amount of any cure payments, including the Cure Claims (as defined in the Settlement Agreement) made on account of the assumption, pursuant to section 365 of the Bankruptcy Code, of an executory contract or unexpired lease to which any of the SBC/ ATT Claimants are a party.

Dated: New York, New York  
June 11, 2008

DELPHI CORPORATION, et al.,  
Debtors and Debtors-in-Possession,  
By their Bankruptcy Conflicts Counsel,  
TOGUT, SEGAL & SEGAL LLP,  
By:

/s/ Neil Berger

NEIL BERGER (NB-3599)

A Member of the Firm

One Penn Plaza, Suite 3335

New York, New York 10119

(212) 594-5000

Dated: Roseland, New Jersey  
June 11, 2008

THE SBC/ ATT CLAIMANTS,

By Their Counsel,

LOWENSTEIN SANDLER PC

By:

/s/ Vincent A. D'Agostino

VINCENT A. D'AGOSTINO (VAD-0120)

65 Livingston Avenue

Roseland, New Jersey 07068

(973) 597-2500

**SO ORDERED**

This 20th day of June, 2008  
in New York, New York

/s/Robert D. Drain

HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE